

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

FIELDWOOD ENERGY LLC *et al.*¹

Debtors.

Chapter 11

Case No. 20-33948 (MI)

(Jointly Administered)

**AMENDED EXHIBIT AND WITNESS LIST OF ENI PETROLEUM US LLC
AND ENI US OPERATING CO. INC. FOR DISCLOSURE STATEMENT
AND BACKSTOP HEARING SET FOR MARCH 24, 2021 AT 1:30 P.M.**

Eni US Operating Co. Inc. and Eni Petroleum US LLC (together “Eni”) hereby file this Witness and Exhibit List (the “W&E List”) regarding exhibit(s) that may be used or introduced and/or witnesses that may be called by Eni at the hearing² scheduled for **Wednesday, March 24, 2021 at 1:30 p.m., prevailing Central Time**, before the Honorable Marvin Isgur.

WITNESS LIST

1. Thomas R. Lamme, Senior Vice President and General Counsel, Fieldwood Energy, LLC;
2. A representative of AlixPartners, LLP and/or Houlihan Lokey Capital, Inc. with knowledge of the (i) liquidation analysis, (ii) valuation analysis, and (iii) financial projections contained in the *Disclosure Statement for Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors* [Dkt. 1022];
3. John-Paul Hanson, Managing Director, Houlihan Lokey Capital, Inc.; and

¹ The Debtors in these chapter 11 cases (these “Cases”), along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

² The hearing will be conducted electronically pursuant to Bankruptcy General Order 2020-04. Audio communication will be by use of a dial-in number. The Dial in Phone Number is 832-917-1510 and the Conference Code Number is 954554. Video communication will be by use of the internet site <https://GoToMeet.me/judgeisgur>. The code for joining the meeting is Judge Isgur.

4. Any other witness called by any other party or by the Court.

Eni is filing this W&E List under compulsion of Rule 9013-2(b) of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas (this "Court" and such rules, the "Local Rules") and accordingly reserves the right to supplement the above witness list. Further, Eni reserves the right to call rebuttal witnesses as necessary.

EXHIBIT LIST

NO	DESCRIPTION	Offered	Objection	Admitted/Not Admitted
1.	Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. 1020]			
2.	Disclosure Statement for Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. 1022]			
3.	Plan Release Provisions [Dkt. 1022, Ex. F]			
4.	Leases, Rights of Way and Rights of Use and Easement Related to Purchased Oil & Gas Lease Interests [Dkt. 1022, Ex. B]			
5.	Leases, Rights of Way and Rights of Use and Easement Related to FWE I Oil & Gas Lease Interests [Dkt. 1022, Ex. C]			
6.	Leases, Rights of Way and Rights of Use and Easement Related to FWE III Oil & Gas Lease Interests [Dkt. 1022, Ex. D]			
7.	Leases, Rights of Way and Rights of Use and Easement Related to Abandoned Properties [Dkt. 1022, Ex. E]			
8.	Liquidation Analysis [Dkt. 1022, Ex. L]			
9.	Valuation Analysis [Dkt. 1022, Ex. M]			
10.	Financial Projections [Dkt. 1022, Ex. N]			

11.	Motion of Debtors for Entry of Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estate; (VII) Approving Bid Submission Deadline and Procedures for Submission of Higher or Better Bids; and (VIII) Granting Related Relief [Dkt. 724]			
12.	Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC to Approval of Debtors' Disclosure Statement for Debtors' Joint Chapter 11 Plan of Reorganization [Dkt. 937]			
13.	Supplemental Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC to Approval of Debtors' Disclosure Statement for Debtors' Joint Chapter 11 Plan of Reorganization [Dkt. 1066]			
14.	Objection of XTO Offshore, Inc., HHE Energy Company, and XH LLC to the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 759]			
15.	Valero Marketing and Supply Company's Limited Objection to Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 795]			

16.	Chevron U.S.A. Inc. and Noble Energy, Inc.'s Objection to Debtors' Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) Proposed Voting and Tabulation Procedures, (III) Procedures for Executory Contract Assumption and Assignment, and (IV) Procedures for Assignment and Transfer of Property of the Estate [Dkt. 880]			
17.	Brian Cloyd's Objection to the Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 883]			
18.	Lewis Andrews and Patrick Burnett's Objection to Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 884]			
19.	Objection of XTO Offshore, Inc., HHE Energy Company, and XH LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 900]			
20.	Marathon Oil Company's Objection to Debtors' Disclosure Statement, Procedures for Assumption of Executory Contracts and Transfer of Property of the Estate [Dkt. 924]			

21.	<p>Objection by Lexon Insurance Company, Ironshore Indemnity Inc. and Ironshore Specialty Insurance Company to the Motion of Debtors for Entry of order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estate; (VII) Approving Bid Submission Deadline and Procedures for Submission of Higher or Better Bids; and (VIII) Granting Related Relief [Dkt. 932]</p>			
22.	<p>Energy Transfer's Objection to Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 954]</p>			
23.	<p>Joinder of EnVen Energy Ventures, LLC to the (A) Objection of Chevron U.S.A. Inc. and Noble Energy, Inc., (B) Objection of XTO Offshore, Inc., HHE Energy Company, and XH LLC, (C) Objection of Marathon Oil Company, and (D) Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 955]</p>			
24.	<p>Freeport-Mcmoran Oil & Gas LLC and Mcmoran Oil & Gas LLC's Objection to Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 978]</p>			

25.	Conocophillips Company, The Louisiana Land & Exploration Company, and Burlington Resources Offshore's Joinder in the Disclosure Statement Objection of Freeport-Mcmoran Oil & Gas LLC and Mcmoran Oil & Gas LLC [Dkt. 979]			
26.	Merit Energy Company, LLC's Joinder in the Disclosure Statement Objection of Freeport-Mcmoran Oil & Gas LLC and Mcmoran Oil & Gas LLC [Dkt. 980]			
27.	Hunt Oil Company, Chieftain International (U.S.) L.L.C., and Hunt Chieftain Development, L.P.'S Joinder to the (A) Objection of Chevron U.S.A. Inc. and Noble Energy, Inc., (B) Objection of XTO Offshore, Inc., HHE Energy Company, and XH LLC, (C) Objection of Marathon Oil Company, and (D) Objection Of Eni US Operating Co. Inc. and Eni Petroleum US LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 981]			
28.	Objection of JX Nippon Oil Exploration (U.S.A.) Limited to Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors and Joinder in the Objection of XTO Offshore, Inc., HHE Energy Company and XH LLC, of Chevron U.S.A., Inc. and Noble Energy, Inc., and of Lexon Insurance Company, Ironshore Indemnity Inc. and Ironshore Specialty Insurance Company [Dkt. 983]			
29.	Objection by Samson Contour Energy E & P, LLC to the Adequacy of the Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 990]			

30.	<p>Joinder of LLOG Exploration Offshore, L.L.C., and LLOG Energy, L.L.C., to the (A) Objection of Chevron U.S.A. Inc. and Noble Energy, Inc., (B) Objection Of XTO Offshore, Inc., HHE Energy Company, and XH LLC, (C) Objection of Marathon Oil Company, and (D) Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 992]</p>			
31.	<p>Joinder in Objections to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 993]</p>			
32.	<p>Objection of Aspen American Insurance Company, Berkley Insurance Company, Everest Reinsurance Company, and Sirius America Insurance Company to the Motion of Debtors for Entry of Order (I) Approving Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing; (II) Establishing Solicitation and Voting Procedures; (III) Scheduling Confirmation Hearing; (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan; (V) Approving Notice and Objection Procedures for the Assumption of Executory Contracts and Unexpired Leases; (VI) Approving Procedures for Objections to the Assignment and Transfer of Property of the Estate; (VII) Approving Bid Submission Deadline and Procedures for Submission of Higher or Better Bids; and (VIII) Granting Related Relief [Dkt. 996]</p>			

33.	Joinder to Objections, and Objections, by Helis Oil & Gas Company, LLC to the Adequacy of the Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1007]			
34.	Objection of North American Specialty Insurance Company to Debtor's Motion to Approve the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and Affiliated Debtors [Dkt. 1030]			
35.	Objection of Zurich American Insurance Company to Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1032]			
36.	HCC International Insurance Company PLC's Objection to the Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1033]			
37.	W&T Offshore, Inc. and W&T Energy VI, LLC's Objection to Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1034]			
38.	U.S. Specialty Insurance Company's Objection to the Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1035]			
39.	Philadelphia Indemnity Insurance Company's Objection to the Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1036]			

40.	Objection of The Hanover Insurance Company; Liberty Mutual Insurance Company; Travelers Casualty & Surety Company of America; and XL Specialty Insurance Company to the Disclosure Statement and/or Chapter 11 Plan of the Debtors [Dkt. 1040]			
41.	HCC International Insurance Company PLC's Corrected Objection to the Disclosure Statement for Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1054]			
42.	Objection and Joinder of Shell Offshore, Inc. to the (A) Objection of Chevron U.S.A., Inc. and Noble Energy, Inc., (B) Objection of XTO Offshore, Inc., HHE Energy Company, and XH LLC, (C) Objection of Marathon Oil Company, (D) Objection of Eni US Operating Co. Inc. and Eni Petroleum US LLC, and (E) Objection of Sea Robin Pipeline Company, LLC, West Cameron Dehydration Company, L.L.C., Florida Gas Transmission, LLC, Stingray Pipeline Company, L.L.C., Trunkline Gas Company, Llc, and Trunkline Field Services LLC (Collectively, "Energy Transfer"), and (F) Objection of Freeport-Mcmoran Oil & Gas LLC and Mcmoran Oil & Gas LLC to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1056]			
43.	Joinder of CNOOC Petroleum Offshore U.S.A., Inc., to Objections to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1060]			

44.	Chevron U.S.A. Inc. and Noble Energy, Inc.'s Reservation of Rights in connection with Debtors' Disclosure Statement for Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. 1061]			
45.	BP Exploration & Production Inc.'s Objection, and Joinder to Objections, to Debtors' Motion for Entry of an Order Approving (I) the Adequacy of the Disclosure Statement, (II) Proposed Voting and Tabulation Procedures, (III) Procedures for Executory Contract Assumption and Assignment, and (IV) Procedures for Assignment and Transfer of Property of the Estate [Dkt. 1064]			
46.	RLI Insurance Company's Objection to Debtors' Disclosure Statement and Proposed Voting Procedures [Dkt. 1065]			
47.	Objection and Joinder of Cox Entities to Various Objections to the Disclosure Statement for the Joint Chapter 11 Plan of Fieldwood Energy, LLC and its Affiliated Debtors [Dkt. 1067]			
48.	Samson Contour Energy E&P, LLC's Reservation of Rights and Joinder in Chevron U.S.A. and Noble Energy, Inc.'s Reservation of Rights in Connection with the Debtors' Disclosure Statement for Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and its Affiliated Debtors [Dkt. 1069]			
49.	Emergency Motion of Debtors for Order (I) authorizing Entry Into Backstop Commitment Letter, (II) Approving Obligations Thereunder, and (III) Granting Related Relief [Dkt. 1023]			
50.	Backstop Commitment Letter [Dkt. 1023, Ex. B]			

51.	Declaration of John-Paul Hanson in Support of Emergency Motion of Debtors for Order (I) authorizing Entry Into Backstop Commitment Letter, (II) Approving Obligations Thereunder, and (III) Granting Related Relief [Dkt. 1024]			
52.	Any exhibit designated by any other party			
53.	Any pleading or other document filed with the Court on the docket of the above-captioned Cases			
54.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party			

Eni is filing this W&E List under compulsion of Local Rule 9013-2(b) and accordingly reserves the right to supplement the above exhibit list. Eni reserves the right to use as its own exhibit, any exhibit identified or offered by any other party.

Respectfully Submitted,

BRACEWELL LLP

By: /s/ William A. (Trey) Wood III

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*Counsel to Eni US Operating Co. Inc. and
Eni Petroleum US LLC*

CERTIFICATE OF SERVICE

The undersigned certifies that on March 22, 2021, a true and correct copy of this document was served by electronic means as listed on the Court's ECF noticing system.

/s/ William A. (Trey) Wood III

William A. (Trey) Wood III